
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADURO BIOTECH, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

94-3348934
(I.R.S. Employer
Identification Number)

**740 Heinz Avenue
Berkeley, CA 94710
(510) 848-4400**
(Address, including zip code and telephone number, of Registrant's principal executive offices)

Aduro Biotech, Inc. 2015 Equity Incentive Plan

Stephen T. Isaacs
Chairman, President and Chief Executive Officer
Aduro Biotech, Inc.
740 Heinz Avenue
Berkeley, California 94710
(510) 848-4400
(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:
Alan C. Mendelson
Kathleen M. Wells
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share				
– Aduro Biotech, Inc. 2015 Equity Incentive Plan	3,182,868 (2)	\$3.95 (3)	\$12,572,328.60	\$1,523.77
Total	3,182,868		\$12,572,328.60	\$1,523.77

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, or the Securities Act, this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock, as applicable.
- (2) Represents shares of common stock that were automatically added to the shares authorized for issuance under the Registrant’s 2015 Equity Incentive Plan, as amended (the “2015 Plan”), on January 1, 2019 pursuant to an “evergreen” provision contained in the 2015 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2015 Plan automatically increases on January 1 of each year, starting on January 1, 2016 and continuing through (and including) January 1, 2025 by 4% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding fiscal year, or a lesser number of shares determined by the Registrant’s board of directors.
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$3.95 per share, the average of the high and low prices of the Registrant’s common stock on February 21, 2019 as reported on The Nasdaq Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2015 Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on April 20, 2015 (File No. 333-203508), March 8, 2016 (File No. 333-210016), March 1, 2017 (File No. 333-216373) and March 1, 2018 (File No. 333-223382). The Registrant is hereby registering an additional 3,182,868 shares of its Common Stock issuable under the 2015 Plan. Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

- (a) The contents of the earlier registration statements on Form S-8 relating to the 2015 Plan, previously filed with the SEC on April 20, 2015 (File No. 333-203508), March 8, 2016 (File No. 333-210016), March 1, 2017 (File No. 333-216373) and March 1, 2018 (File No. 333-223382).
- (b) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2018, which includes audited financial statements for the Registrant's latest fiscal year, filed with the SEC on February 27, 2019.
- (c) The Registrant's Current Reports on Form 8-K filed with the SEC on January 7, 2019, February 21, 2019 and February 27, 2019 (as to Item 8.01 only).
- (d) The description of the Registrant's common stock which is contained in a registration statement on Form 8-A filed on April 10, 2015 (File No. 001-37345) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, including any amendment or report filed for the purpose of updating such description.
- (e) All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

Exhibit Number	Description
4.1 (1)	Restated Certificate of Incorporation of Aduro Biotech, Inc.
4.2 (2)	Restated Bylaws of Aduro Biotech, Inc.
4.3 (3)	Form of common stock certificate.
5.1	Opinion of Latham & Watkins LLP.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1 (4)	Aduro Biotech, Inc. 2015 Equity Incentive Plan.
99.2 (5)	Forms of Stock Option Agreement and Notice of Grant of Stock Option under the Aduro Biotech, Inc. 2015 Equity Incentive Plan.

- (1) Filed as Exhibit 3.3 to Registrant's Registration Statement on Form S-1 (File No. 333-202667), filed with the Securities and Exchange Commission on April 6, 2015, and incorporated herein by reference.
- (2) Filed as Exhibit 3.5 to Registrant's Registration Statement on Form S-1 (File No. 333-202667), filed with the Securities and Exchange Commission on April 6, 2015, and incorporated herein by reference.
- (3) Filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1 (File No. 333-202667), filed with the Securities and Exchange Commission on April 6, 2015, and incorporated herein by reference.
- (4) Filed as Exhibit 10.7 to Registrant's Registration Statement on Form S-1 (File No. 333-202667), filed with the Securities and Exchange Commission on April 6, 2015, and incorporated herein by reference.
- (5) Filed as Exhibit 10.8 to Registrant's Registration Statement on Form S-1 (File No. 333-202667), filed with the Securities and Exchange Commission on April 6, 2015, and incorporated herein by reference.

140 Scott Drive
Menlo Park, California 94025
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com



FIRM / AFFILIATE OFFICES	
Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Seoul
Houston	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

February 27, 2019

Aduro Biotech, Inc.
740 Heinz Avenue
Berkeley, CA 94110

Re: Registration Statement on Form S-8: 3,182,868 shares of common stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Aduro Biotech, Inc., a Delaware corporation (the "*Company*"), in connection with the registration by the Company of 3,182,868 shares of common stock of the Company, par value \$0.0001 per share (the "*Shares*"), issuable pursuant to the Company's 2015 Equity Incentive Plan (the "*Plan*").

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "*Securities Act*"), filed with the Securities and Exchange Commission (the "*Commission*") on February 27, 2019 (the "*Registration Statement*"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "*DGCL*"), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the Plan, and assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and non-assessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of Aduro Biotech, Inc. and subsidiaries (the "Company"), dated February 27, 2019, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2018.

/s/ Deloitte & Touche
San Francisco, California
February 27, 2019